

TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1109.
FILED, JUNE 2nd, 1964.

DUVAN COPPER COMPANY LIMITED (No Personal Liability)

Full corporate name of Company
Incorporated under The Quebec Mining Companies' Act
by Letters Patent dated 4th November, 1953.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous Filing
Statement No. 773, and Amending Filing
Statement No. 87.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) Acquisition of six unpatented mining claims in Reid Township, Province of Ontario, subject to verification of proper recording of the claims; (b) Acquisition of option to acquire four patented mining claims in Kidd Township, Province of Ontario, subject to verification of title to the claims; (c) Underwriting and option agreement.
2. Head office address and any other office address.	Head Office : Rouyn, Quebec Executive Office : Suite 1301, Royal Bank Building, Toronto, Ontario
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President and Director - Ivan Chester Christopher, Consulting Geologist 52 Sunnydene Crescent, Toronto, Ontario Secretary-Treasurer - Thomas Harold McNally, Accountant and Director 30 Morewood Crescent, Willowdale, Ontario Assistant Secretary-- George Beaudin, Accountant Treasurer 3765 Laurier St. East, Montreal, Quebec Director - John Russell Henderson, Executive 1 Parkcrest Drive, Scarborough, Ontario Director - Clarence Thorpe, Accountant Noranda, Quebec
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized : 7,000,000 shares with a par value of \$1.00 Issued capital : 4,987,875
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	N/A
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Subject to acceptance of this Filing Statement by the Toronto Stock Exchange and the Canadian Stock Exchange, the date of which is referred to as "the effective date", T.A. Richardson & Company, 4 King Street West, Toronto, Ontario, acting on behalf of a client, Polar Investment Corporation Limited, 8 King Street East, Toronto, Ontario, has agreed to purchase on the day following the effective date 300,000 shares of the Company at 15¢ per share. In consideration thereof the Company has granted to T.A. Richardson & Company, acting as aforesaid, options to purchase all or any part of a further 700,000 shares at the following times and prices: 100,000 shares @ 15¢ per share within 3 months of the effective date; 200,000 shares @ 20¢ per share within 6 months of the effective date; 200,000 shares @ 25¢ per share within 9 months of the effective date; 200,000 shares @ 30¢ per share within 12 months of the effective date.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	T.A. Richardson & Company is acting on behalf of its client, Polar Investment Corporation Limited, 8 King Street East, Toronto, Ontario. The persons holding a greater than 5% interest in T.A. Richardson & Company are: T.A. Richardson, 427 Russell Hill Road, Toronto, Ontario; Marshall Stearns, 91 Glen Edyth Drive, Toronto, Ontario; G.A. Richardson, 49 Country Lane, Willowdale, Ontario, and G.A. Hunter, 5 Alderbrooke Drive, Don Mills P.O., Ontario. Polar Investment Corporation Limited (hereinafter called "Polar") has issued 15,000 common shares and 10,000 preference shares. Thomas H. McNally, 30 Morewood Crescent, Willowdale, Ontario, the Secretary-Treasurer and a director of the Company, owns or controls 14,800 of the common shares of Polar, and 8,000 of the preference shares. Ivan C. Christopher, 52 Sunnydene Crescent, Toronto, Ontario, the President and a director of the Company, owns or controls 200 of the common shares of Polar, and 2,000 of the preference shares. The preference shares are non-voting unless two years' dividends are in arrears. The dividends have been paid to date.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company intends to expend the proceeds received from the sale of its treasury shares in paying the consideration of \$9,000.00 for the acquisition of the claims in Reid Township, in paying the consideration of \$10,000.00 for the acquisition of the option to purchase the claims in Kidd Township, in exploring the Reid and Kidd Township claims in accordance with the recommendations of its Consulting Engineer and in paying its general administrative expenses incurred in the ordinary course of business.

10. Brief statement of company's chief development work during past year.	The Company has not carried out any development work during the past year.										
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	<p>(a) Subject to acceptance of this Filing Statement by the Toronto Stock Exchange and the Canadian Stock Exchange, and subject to verification of proper recording of the claims, the Company has agreed to purchase from William I. Spence, Empire Hotel, Timmins, Ontario, six unpatented claims in Reid Township, Province of Ontario, covered by Licence No. P-16041, being Claims Nos. 10 to 15 inclusive. The consideration is the sum of \$9,000.00 and the allotment and issue to the vendor of 250,000 shares of the Company, of which 90% are to be escrowed, subject to release only with the consents of the Toronto and Canadian Stock Exchanges.</p> <p>(b) Subject to acceptance of this Filing Statement by the Toronto and Canadian Stock Exchanges, and subject to verification of title to the claims, the Company in consideration of the payment of \$10,000.00 within seven days of the effective date, being the date upon which the Toronto and Canadian Stock Exchanges accept for filing this Filing Statement was granted an option by A.S. Bryson of Port Credit, Ontario, (hereinafter called "the Optionor") to purchase the South half of Lot 8, Concession 2, Kidd Township, Province of Ontario, which is registered in the Land Titles Office at Sudbury, as Parcel No. 1012 in the District of Sudbury. The option if exercised shall be exercised by the Company doing the following:</p> <p>(i) within 6 months of the effective date paying to the Optionor a further sum of \$5,000.00;</p> <p>(ii) within 12 months of the effective date paying to the Optionor a further sum of \$5,000.00;</p> <p>(iii) within 18 months of the effective date paying to the Optionor a further sum of \$5,000.00 and causing to be incorporated a new Company under The Corporations Act of Ontario with a share capitalization of 3,000,000 shares, and causing the new Company to acquire transfer of the claims in consideration of at least 750,000 shares in the new Company, and causing to be allotted and issued to the Optionor 350,000 of such Vendor shares of which 90% shall be escrowed subject to release only with the consent of such regulatory bodies having jurisdiction in the matter.</p>										
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	To the knowledge of the signatories hereto no one, other than William I. Spence is entitled to receive more than 5% of the vendor consideration mentioned in Paragraph 11 (a) hereof, and to the knowledge of the signatories hereto no one, other than A.S. Bryson is entitled to receive more than 5% of the vendor consideration mentioned in Paragraph 11 (b) hereof.										
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	490,496 shares of the capital stock of the Company are held in escrow by The Eastern & Chartered Trust Company, Montreal, Quebec, subject to release, transfer, hypothecation or any other alienation only on the prior written consent of the Quebec and Ontario Securities Commissions and the Board of Directors of the Company.										
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	<table> <tr> <td>Clarence Charlebois, 890 Marlboro Drive, Town of Mount Royal, Quebec</td> <td>84,660 shares</td> </tr> <tr> <td>Robert Duval, South Porcupine, Ontario</td> <td>69,984 shares</td> </tr> <tr> <td>Harry W. Knight, Jr., 25 Adelaide Street W., Toronto, Ontario</td> <td>37,059 shares</td> </tr> <tr> <td>Helene May Thorpe, Noranda, Quebec</td> <td>111,781 shares</td> </tr> <tr> <td>Dick Woo, Rouyn, Quebec</td> <td>34,300 shares</td> </tr> </table>	Clarence Charlebois, 890 Marlboro Drive, Town of Mount Royal, Quebec	84,660 shares	Robert Duval, South Porcupine, Ontario	69,984 shares	Harry W. Knight, Jr., 25 Adelaide Street W., Toronto, Ontario	37,059 shares	Helene May Thorpe, Noranda, Quebec	111,781 shares	Dick Woo, Rouyn, Quebec	34,300 shares
Clarence Charlebois, 890 Marlboro Drive, Town of Mount Royal, Quebec	84,660 shares										
Robert Duval, South Porcupine, Ontario	69,984 shares										
Harry W. Knight, Jr., 25 Adelaide Street W., Toronto, Ontario	37,059 shares										
Helene May Thorpe, Noranda, Quebec	111,781 shares										
Dick Woo, Rouyn, Quebec	34,300 shares										
	The shares registered in the name of Clarence Charlebois are beneficially owned by Polar Investment Corporation Limited, 8 King Street East, Toronto, Ontario.										
	Under the terms of a voting trust agreement dated 26th April, 1962, entered into between Ivan Chester Christopher and the said Mrs. Thorpe, Dick Woo and Robert H. Duval, Mr. Christopher has the voting rights to the total of 216,065 escrowed shares for a period of three years from the date of the said agreement.										

FINANCIAL STATEMENTS

DUVAN COPPER COMPANY LIMITED
(No Personal Liability)

BALANCE SHEET (Unaudited)
As At May 31, 1964

ASSETS

Current:

Cash on hand in bank		\$46,741.86
Investments (Market value \$2,675.00)		3,675.00
Mining Properties - Desmeloizes Twp. nominal		1.00
- Reid Twp., Ontario		34,000.00

Deferred Expenditures:

Exploration & Development	\$10,483.75	
Administration	23,622.42	
Incorporation & Organization	<u>4,334.60</u>	<u>38,440.77</u>
		<u>\$122,858.63</u>

LIABILITIES AND CAPITAL

Current:

Accounts Payable		\$ 684.39
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Capital Authorized 7,000,000 shares \$1 P.V.

Issued 4,987,875	\$4,987,875.00
Less Discount	<u>3,684,757.79</u>
	<u>\$1,303,117.21</u>

Contributed Surplus:

Premium on shares \$66,250	
Sale of 333,333 shares	
donated by a shareholder	
<u>243,333</u>	<u>309,583.00</u>
	<u>\$1,612,700.21</u>

Deficit

<u>1,490,525.97</u>	<u>122,174.24</u>
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\$122,858.63

Director

Director

DUVAN COPPER COMPANY LIMITED

STATEMENT OF DEFICIT

For the Period Ended May 31, 1964

Balance September 30, 1963	\$1,487,934.91
Loss on sale of securities	<u>2,591.06</u>
	<u>\$1,490,525.97</u>

STATEMENT OF EXPENDITURE

Balance September 30, 1963		\$20,764.04
Management Fees	\$1,500.00	
Stock Exchange Fees	300.00	
Legal and Audit	200.00	
Government Fees & Taxes	50.00	
Misc. Office Expenses	243.99	
Shareholder's Information	264.39	
Engineer's Reports	<u>300.00</u>	<u>2,858.38</u>
		<u>\$23,622.42</u>

DUVAN COPPER COMPANY LIMITED

(No Personal Liability)

STATEMENT OF SOURCE & APPLICATION OF FUNDS

For the Eight Months Ended May 31, 1964

SOURCE:

Sale of 300,000 Treasury shares @ 15¢ per share	\$ 45,000.00
Sale of Investments	<u>1,028.94</u>
	46,028.94

APPLICATION:

Purchase of Investments	\$ 3,675.00	
Administration Expenses	2,858.38	
Purchase of 6 mining claims	<u>9,000.00</u>	<u>15,533.38</u>

Balance being the increase in working capital asset below:	\$ 30,495.56
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	<u>September 30</u> <u>1963</u>	<u>May 31</u> <u>1964</u>	
Current Assets	\$15,761.91	\$46,741.86	
Current Liabilities	<u>200.00</u>	<u>684.39</u>	
Working Capital	<u>\$15,561.91</u>	<u>\$46,057.47</u>	<u>\$ 30,495.56</u>

ENGINEER'S REPORT

Note - The following are excerpts from two reports by G.P. Thoday, P.Eng., dated June 1st, and May 5th, 1964, on mining claims located in Kidd and Reid Townships, Porcupine Mining Division, Province of Ontario. Complete copies of these reports are on file with the Toronto Stock Exchange.

CONCLUSION & RECOMMENDATIONS

Duvan Copper Company Limited have taken an option on a property in Kidd Township property which is about 4 miles southwest from the Texas Gulf base metal discovery.

The property is entirely overburden covered.

It is recommended that a ground geophysical program consisting of a magnetic and electromagnetic survey be carried out over the property as the first step in the exploration program. Any favorable anomalies outlined should be investigated by diamond drilling.

The cost of the above program is set out below:

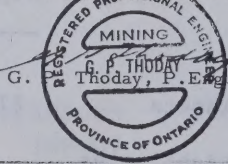
Line Cutting - 200' intervals	
8 Miles @ \$65 per mile	\$520.00

Electromagnetic & Magnetic Survey	1,500.00
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Total.....	\$2,020.00
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The amount of drilling to be carried will depend on the results of the geophysical work. A program of 2000 feet of drilling in this area will cost \$10,000.

Respectfully submitted,

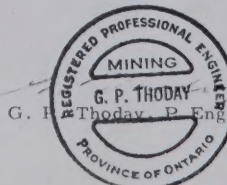


CERTIFICATE

I, G. P. Thoday, of the Town of Haileybury, in the Province of Ontario, do hereby certify that:

1. I am a Professional Engineer in mining with business address at Haileybury, Ontario.
2. I attended the University of Saskatchewan and have been practicing my profession since 1942.
3. I am a member of the Association of Professional Engineers of Ontario, a member of the American Institute of Mining & Metallurgical Engineers and a member of the Canadian Institute of Mining and Metallurgy.
4. I have no interest either directly or indirectly nor do I anticipate any interest either directly or indirectly in the property or securities of Duvan Copper Company Limited.
5. My report is based upon personal knowledge and from various government publications and maps of the area.

Toronto, Ontario
June 1, 1964



CONCLUSIONS & RECOMMENDATIONS

Duvan have acquired a property in Reid Township about 6 miles north west of the Texas Gulf Sulphur base metal deposit.

Due to lack of rock outcrops the geology of the claim group is not known but from projection of the general geology it would appear that the property is underlain by andesite and rhyolite.

In order to explore the property it is recommended that a geophysical program be undertaken.

A magnetometer and electromagnetic survey be conducted over the property at a cost of \$3,000.

On the basis of the geophysical surveys a 4,000 foot diamond drilling program would be recommended at a cost of \$20,000.

Respectfully submitted,

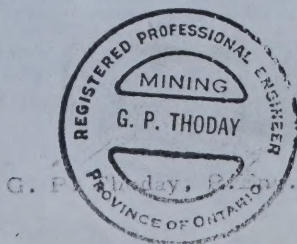


CERTIFICATE

I, G. P. Thoday, of the Town of Haileybury, in the Province of Ontario, do hereby certify that:

1. I am a professional engineer in mining with business address at Haileybury, Ontario.
2. I attended the University of Saskatchewan and have been practicing my profession since 1942.
3. I am a member of the Association of Professional Engineers of Ontario, a member of the American Institute of Mining & Metallurgical Engineers and a member of the Canadian Institute of Mining and Metallurgy.
4. I have no interest either directly or indirectly nor do I anticipate any interest either directly or indirectly in the property or securities of Duvan Copper Company Limited.
5. My report is based on geological information from various government publications and maps of the area and a visit by helicopter to the area on April 14, 1964.

Toronto, Ontario
May 5, 1964



15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<div>Cradock Securities Ltd., 170 Bay Street, Toronto, Ontario James Richardson & Sons, 173 Portage Ave. E. Winnipeg, Manitoba Morgan & Co., 507 Place d'Armes, Montreal, Quebec Doherty Roadhouse & Co., 335 Bay Street, Toronto, Ontario T.A. Richardson & Company, 4 King Street W., Toronto, Ontario</div> <div>296,220 shares 138,500 shares 132,350 shares 124,520 shares 117,591 share</div> <div>The signatories hereto are not aware of the beneficial owners of the stock so registered.</div>									
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	<div>Effective control of the Company may lie jointly with Polar Investment Corporation Limited, hereinbefore referred to in Item 7, and Ivan Chester Christopher, by reason of the purchase in April 1962 by Polar Investment Corporation Limited of the escrowed shares owned by Mr. Clarence Charlebois and the voting trust agreement covering 216,065 escrowed shares in favour of Mr. Christopher, reference to which is made in detail in Item 14 hereof.</div>									
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><thead><tr><th></th><th>Cost</th><th>Market Value</th></tr></thead><tbody><tr><td>30 shares in Cooperative D'Electricite de l'Abitibi-Ouest</td><td>\$ 300.00</td><td>Nil</td></tr><tr><td>10,000 shares of Con-Shawkey Gold Mines Limited</td><td>\$ 3,675.00</td><td>\$ 2,500.00</td></tr></tbody></table> <div>The cost of the 30 shares in Cooperative D'Electricite de l'Abitibi-Ouest has been written off by the Company.</div>		Cost	Market Value	30 shares in Cooperative D'Electricite de l'Abitibi-Ouest	\$ 300.00	Nil	10,000 shares of Con-Shawkey Gold Mines Limited	\$ 3,675.00	\$ 2,500.00
	Cost	Market Value								
30 shares in Cooperative D'Electricite de l'Abitibi-Ouest	\$ 300.00	Nil								
10,000 shares of Con-Shawkey Gold Mines Limited	\$ 3,675.00	\$ 2,500.00								
18. Brief statement of any lawsuits pending or in process against company or its properties.	<div>None</div>									
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	<div>N/A</div>									
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<div>Shares taken down and paid for under the underwriting and option agreement referred to in Item 6 hereof will be in the course of primary distribution.</div> <div>There are no other material facts.</div>									

CERTIFICATE OF THE COMPANY

DATED 2nd June 1964.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

DUVAN COPPER COMPANY LIMITED

"J.R. Henderson"

CORPORATE SEAL

"T.H. McNally"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

T.A. RICHARDSON & COMPANY

"G.A. Hunter"